



6712-01

FEDERAL COMMUNICATIONS COMMISSION

[MB Docket No. 17-179; FCC 18-100]

**Sinclair Broadcast Group, Inc. and Tribune Media Company, Applications for
Transfer of Control of Tribune Media Company and Certain Subsidiaries,
WDCW(TV)**

AGENCY: Federal Communications Commission.

ACTION: Notice.

SUMMARY: This document commences a hearing to determine whether granting the applications filed by Tribune Media Company (Tribune) and Sinclair Broadcast Group, Inc. (Sinclair) seeking to transfer control of Tribune subsidiaries to Sinclair would be in the public interest. The Commission has designated the applications for hearing after finding that there were substantial and material questions of fact as to whether; Sinclair was a “real party in interest” to the sale of certain broadcast stations; Sinclair engaged in misrepresentation and/or lack of candor in its applications with the Commission; and consummation of the overall transaction would be in the public interest, including whether it would comply with §73.3555 of the Commission’s rules.

DATES: Persons desiring to participate as parties in the hearing shall file a petition for leave to intervene not later than **[INSERT DATE 30 DAYS AFTER DATE OF PUBLICATION IN FEDERAL REGISTER]**.

ADDRESSES: File documents with the Office of the Secretary, Federal Communications Commission, 445 12th Street, SW, Washington, DC 20554, with a copy mailed to each party to the proceeding. Each document that is filed in this proceeding must display on the front page the docket number of this hearing, “MB Docket No. 17-179.”

FOR FURTHER INFORMATION CONTACT: David Brown, David.Brown@fcc.gov, Media Bureau, (202) 418-1645.

SUPPLEMENTARY INFORMATION: This is a summary of the Hearing Designation Order (Order), MB Docket No. 17-139, FCC 18-100, adopted July 18, 2018, and released July 19, 2018. The full text of the Order is available for inspection and copying during normal business hours in the FCC's Reference Information Center at Portals II, CY-A257, 445 12th Street, SW, Washington, DC 20554. The full text is also available online at <http://apps.fcc.gov/ecfs/>.

Summary of the Hearing Designation Order

1. On June 28, 2017, Sinclair Broadcast Group, Inc. (Sinclair) and Tribune Media Company (Tribune) filed applications seeking to transfer control of Tribune subsidiaries to Sinclair.

Sinclair and Tribune have amended their applications several times thereafter, in an attempt to bring the transaction into compliance with the Commission's national television multiple ownership rule, as well as the public interest requirements of the Communications Act of 1934, as amended (the Act).

2. Among these applications were three that, rather than transfer broadcast television licenses in Chicago, Dallas, and Houston directly to Sinclair, proposed to transfer these licenses to other entities. According to the proposals, Sinclair would divest WGN-TV, Chicago, Illinois, to WGN TV, LLC, a newly-created entity by Steve Fader, an individual with no broadcast experience, for a purchase price of approximately \$60 million. Sinclair would also divest KDAF(TV), Dallas Texas, and KIAH(TV), Houston, Texas, to Cunningham Broadcast Corporation (Cunningham) for a combined purchase price of approximately \$60 million. The Commission notes that the proposed transfer applications to Fader and Cunningham were withdrawn on July 18, 2018.

3. Multiple formal pleadings have been filed opposing this latest divestiture plan. Most opponents challenge the divestitures as “shams” intended to circumvent the local and national television multiple ownership rules and find most egregious the proposed divestitures to Fader and Cunningham. Some parties question whether Sinclair will hold *de facto* control over WGN TV, LLC. Specifically, they question the reasonableness of the terms of the transaction, including a purchase price of only \$60 million, and Sinclair’s plans to enter into a Joint Sales Agreement (JSA), Shared Services Agreement (SSA), and Option with WGN TV, LLC at closing. The parties also question Fader’s independence from Sinclair given that Fader and David Smith, currently a director and controlling shareholder of Sinclair and formerly its CEO, are business partners outside of the broadcast industry. Specifically, Fader is the CEO of Atlantic Automotive Group (Atlantic), in which David Smith has a controlling interest and serves as a member of its board of directors, and Atlantic is a Sinclair advertiser and tenant. Similarly, some parties argue that the sale of stations in Dallas and Houston to Cunningham are in name only and warrant a hearing. According to the objectors, problematic aspects of the proposed divestitures of the Texas stations include: the intertwined relationship between Sinclair and Cunningham, particularly in light of past Commission findings regarding the nature of the relationship; the recent acquisition of the voting shares of Cunningham by Michael Anderson, a Sinclair associate, for a \$400,000 sales price that is far below market value; the fact that the children of Sinclair’s controlling shareholders are beneficiaries of trusts controlling the non-voting shares of Cunningham with the parents holding options to buy the voting shares in the future; and Sinclair’s apparent guarantee of \$53.6 million of Cunningham’s debt.

4. Under section 309(d) of the Act, 47 U.S.C. 309(d), “[i]f a substantial and material question of fact is presented or if the Commission for any reason is unable to find that grant of the application would be inconsistent [with the public interest, convenience, and necessity],” it

must formally designate the application for hearing in accordance with section 309(e) of the Act, 47 U.S.C. 309(e). Courts have stated that, in reviewing the record, the Commission must designate an application for hearing if “the totality of the evidence arouses a sufficient doubt” as to whether grant of the application would serve the public interest, *Serafyn v. FCC*, 149 F.3d 1213, 1216 (D.C. Cir. 1998) (quoting *Citizens for Jazz on WRVR, Inc. v. FCC*, 775 F.2d 392, 395 (D.C. Cir. 1985)). Section 310(d) of the Act, 47 U.S.C. 310(d), prohibits the transfer of control of a license, either *de jure* or *de facto*, without prior Commission consent.

5. Commission assignment and transfer applications require disclosure of and certifications from the “real party in interest” purchasing the stations at issue. The phrase “real party-in-interest” is used in connection with pending applications, while “*de facto* control” is used in connection with a licensed station, *In re Brasher*, Order to Show Cause, Hearing Designation Order and Notice of Opportunity for Hearing, 15 FCC Rcd 16326 (2000). The pertinent concern is whether someone other than the named applicant or licensee is or would be in control, see *Arnold L. Chase*, Memorandum Opinion and Order, 5 FCC Rcd 1642, 1648 n.5 (1990). As the Commission has explained, “a real party in interest issue, by its very nature, is a basic qualifying issue in which the element of deception is necessarily subsumed,” see *In the Matter of Maritime Communications/Land Mobile, LLC*, Order to Show Cause, Hearing Designation Order, and Notice of Opportunity for Hearing, 26 FCC Rcd 6520, 6534-6535 par. 36 (2011) (citing *Fenwick Island Broadcast Corp. & Leonard P. Berger*, Decision, 7 FCC Rcd 2978, 2979 (Rev. Bd. 1992) (citation omitted)). The test for determining whether an entity is a real-party-in-interest in an application is whether that entity “has an ownership interest or is or will be in a position to actually or potentially control the operation of the station and/or applicant,” *High Sierra Broadcasting, Inc.*, Order, 96 FCC.2d 423, 435 (Rev. Bd. 1983). In the related context of determining *de facto* control of an applicant or a licensee, we have traditionally looked beyond

legal title and financial interests to determine who holds operational control of the station and/or applicant, *see WHDH, Inc.*, 17 FCC.2d 856, 863 (1969), *aff'd sub nom., Greater Boston Television Corp. v. FCC*, 444 F.2d 841 (D.C. Cir. 1970). In particular, the Commission examines the policies governing station programming, personnel, and finances. The Commission has long held that a licensee may delegate day-to-day operations without surrendering *de facto* control, so long as the licensee continues to set the policies governing these three indicia of control, *WGPR, Inc.*, 10 FCC Rcd 8140, 8142 (1995); *Choctaw Broadcasting Corp.*, 12 FCC Rcd 8534, 8539 (1997); *Southwest Texas Broadcasting Council*, 85 FCC.2d 713, 715 (1981).

6. The Commission's rule-based attribution benchmarks, which are set forth in Note 2 to §73.3555 of the Commission's rules, 47 CFR 73.3555, note 2, and related precedent, have a different purpose in that they seek to identify those ownership interests that subject the holders to compliance with the multiple and cross-ownership rules because they confer a degree "of influence or control such that the holders have a realistic potential to affect the programming decisions of licensees or other core operating functions," *Review of The Commission's Regulations Governing Attribution of Broadcast and Cable/MDS Interests*, Report and Order, 14 FCC Rcd 12559, 12560 (1999), *subsequent hist. omitted* ("1999 Attribution Order"). The national television multiple ownership rule prohibits a single entity from owning television stations that, in the aggregate, reach more than 39 percent of the total television households in the United States, *see* 47 CFR 73.3555(e)(1), (e)(2)(i), and (e)(2)(ii).

7. Applying these principles to the transaction at issue, the Commission designates for hearing the applications in Attachment 1 because there exists a substantial and material question of fact as to whether Sinclair was the real party-in-interest to the WGN-TV, KDAF, and KIAH applications and if so, whether Sinclair engaged in misrepresentation and/or lack of candor in its

applications with the Commission. Accordingly, based upon the record, the Commission is unable to find that grant of this transaction would be consistent with the public interest. Specifically, in view of the longstanding and intertwined relationships between and among Sinclair, Fader, and Cunningham, along with sales terms that are atypically favorable to the buyers (specifically, purchase price, financing, and contractual agreements), substantial and material questions of fact exist as to whether: (1) Sinclair was the real party in interest to the sale of WGN-TV, KDAF(TV), and KIAH(TV); (2) Sinclair engaged in misrepresentation and/or lack of candor in its applications with the Commission; and (3) whether consummation of the overall transaction would be in the public interest, including whether it would comply with §73.3555 of the Commission's rules, 47 CFR 73.3555.

8. *Accordingly, it is ordered*, that, pursuant to sections 309(e) of the Act, 47 U.S.C. 309(e), and section 1.254 of the Commission's rules, 47 CFR 1.254, the above-captioned applications *are designated for hearing* to be held at a time and location specified in a subsequent Order by the Administrative Law Judge, upon the following questions: (a) whether, in light of the issues presented above, Sinclair was the real party-in-interest to the WGN-TV, KDAF, and KIAH applications, and, if so, whether Sinclair engaged in misrepresentation and/or lack of candor in its applications with the Commission; (b) whether consummation of the overall transaction would violate §73.3555 of the Commission's rules, the broadcast ownership rules; (c) whether, in light of the evidence adduced on the issues presented, grant of the above-captioned applications would serve the public interest, convenience, and/or necessity, as required by sections 309(a) and 310(d) of the Act; and (d) whether, in light of the evidence adduced on the issues presented, the above-captioned applications should be granted or denied.

9. *It is further ordered*, that, pursuant to section 309(e) of the Act, 47 U.S.C. 309(e), and §1.254 of the Commission's rules, 47 CFR 1.254, both the *burden of proceeding* with the

introduction of evidence and the *burden of proof* with respect to issues specified above shall be upon Sinclair and Tribune. We are assigning the burdens in this manner because Sinclair and Tribune have the particular knowledge of the specific facts at issue in this proceeding.

10. *It is further ordered*, that to avail themselves of the opportunity to be heard, Sinclair and Tribune pursuant to §§1.221(c) and 1.221(e) of the Commission's rules, 47 CFR 1.221(c) and 1.221(e), in person or by their respective attorneys, *shall file a written appearance*, stating an intention to appear on the date fixed for the hearing and present evidence on the issues specified in the Order. Such written appearance shall be filed within 20 days of the mailing of this Order pursuant to Paragraph 17 below. Pursuant to §1.221(c) of the Commission's rules, 47 CFR 1.221(c), if the applicants fail to file an appearance within the specified time period, or have not filed prior to the expiration of that time a petition to dismiss without prejudice, or a petition to accept, for good cause shown, such written appearance beyond expiration of said 20 days, the assignment applications will be dismissed with prejudice for failure to prosecute.

11. *It is further ordered*, that Dallas (KDAF-TV) Licensee (Cunningham), Houston (KIAH-TV) Licensee (Cunningham), and WGN TV, LLC (Fader) and the following petitioners to deny in Exhibit 1 are made parties to the proceeding pursuant to §1.221(d) of the Commission's rules, 47 CFR 1.221(d). To avail themselves of the opportunity to be heard, pursuant to §1.221(e) of the Commission's rules, 47 CFR 1.122(e), each of these parties, in person or by its attorneys, *shall file a written appearance*, stating its intention to appear on the date fixed for the hearing and present evidence on the issues specified in this Order. Such written appearance shall be filed within 20 days of the mailing of this Order pursuant to Paragraph 17 below. If any of these parties fails to file an appearance within the time specified, it shall, unless good cause for such failure is shown, forfeit its hearing rights.

12. *It is further ordered*, that the Chief, Enforcement Bureau, shall be made a party to this proceeding without the need to file a written appearance.

13. *It is further ordered*, that a copy of each document filed in this proceeding subsequent to the date of adoption of this document *shall be served* on the counsel of record appearing on behalf of the Chief, Enforcement Bureau. Parties may inquire as to the identity of such counsel by calling the Investigations & Hearings Division of the Enforcement Bureau at (202) 418-1420. Such service copy *shall be addressed* to the named counsel of record, Investigations & Hearings Division, Enforcement Bureau, Federal Communications Commission, 445 12th Street, S.W., Washington, DC 20554.

14. *It is further ordered*, that Sinclair and Tribune, pursuant to section 311(a)(2) of the Act, 47 U.S.C. 311(a)(2), and Section 73.3594 of the Commission's rules, 47 CFR 73.3594, *shall give notice* of the hearing within the time and in the manner prescribed in such Rules, and *shall advise* the Commission of the publication of such notice as required by §73.3594(g) of the Rules, 47 CFR 73.3594(g).

15. *It is further ordered*, that a copy of this document, or a summary thereof, shall be published in the Federal Register.

16. *It is further ordered*, that, within fifteen (15) days of the date that *written appearances* are due, the Administrative Law Judge shall issue a Scheduling Order that includes a set date for resolution.

17. *It is further ordered*, that the Commission's Consumer and Governmental Affairs Bureau, Reference Information Center *shall send* a copy of this Order by certified mail/return receipt requested to:

Dallas (KDAF-TV) Licensee, Inc.
Houston (KIAH-TV) Licensee, Inc.
2000 W. 41st Street
Baltimore, MD 21211

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FEDERAL COMMUNICATIONS COMMISSION.

Marlene Dortch,
Secretary.

ATTACHMENT 1

Call Sign	Community of License	FAC ID	File Number
KDAF	Dallas, TX	22201	BTCCDT-20170626AGH
KIAH	Houston, TX	23394	BTCCDT-20170626AGL
KPLR-TV	St. Louis, MO	35417	BTCCDT-20170626AGO
KRCW-TV	Salem, OR	10192	BTCCDT-20170626AFZ
KRCW-LP	Portland, OR	35151	BTCCDT-20170626AGA
K20ES	Pendleton, Etc., OR	12671	BTCCDT-20170626AGB
K24DX	Pendleton, Etc., OR	12678	BTCCDT-20170626AGC
KSTU	Salt Lake City, UT	22215	BTCCDT-20170626AFH
KKRP-LD	St. George, UT	70979	BTCCDT-20170626AFI
K14PA-D	Rural Juab County, UT	22202	BTCCDT-20170626AFP
K15FQ-D	Milford, Etc. UT	22214	BTCCDT-20170626AFO
K17HM-D	Wendover, UT	22217	BTCCDT-20170626AFN
K22DE	Tooele, UT	69280	BTCCDT-20170626AFM
K25HF-D	Heber City, UT	22212	BTCCDT-20170626AFL
K35OP-D	Park City, UT	22213	BTCCDT-20170626AFK
K43CC-D	Santa Clara, UT	22205	BTCCDT-20170626AFJ
KSWB-TV	San Diego, CA	58827	BTCCDT-20170626AFT
KTLA	Los Angeles, CA	35670	BTCCDT-20170626AFY
KTVI	St Louis, MO	35693	BTCCDT-20170626AGF
KTXL	Sacramento, CA	10205	BTCCDT-20170626AGP
KWGN-TV	Denver, CO	35883	BTCCDT-20170626AGI
KDVR	Denver, CO	126	BTCCDT-20170626AGN
KFCT	Fort Collins, CO	125	BTCCDT-20170626AGM
KFSM-TV	Fort Smith, AR	66469	BTCCDT-20170626ADY
KXNW	Eureka Springs, AR	81593	BTCCDT-20170626ADZ
WCCT-TV	Waterbury, CT	14050	BTCCDT-20170626AFR
WTIC-TV	Hartford, CT	147	BTCCDT-20170626AFR
WTTK	Kokomo, IN	56526	BTCCDT-20170626AFU
WTTV	Bloomington, IN	56523	BTCCDT-20170626AFV
WXIN	Indianapolis, IN	146	BTCCDT-20170626AFW
KAUT-TV	OKC, OK	50182	BTCCDT-20170626AEM
K15HL-D	Cherokee etc., OK	167263	BTCCDT-20170626AFF
K16DX-D	Gage, OK	59851	BTCCDT-20170626AFE
K17ID-D	Cherokee, etc., OK	167261	BTCCDT-20170626AFD
K19GZ-D	Seiling, OK	167252	BTCCDT-20170626AFC
K20BR-D	Gage, etc., OK	59840	BTCCDT-20170626AFB
K20JD-D	Cherokee, etc. OK	167259	BTCCDT-20170626AFA
K22BR-D	May, Etc., OK	59849	BTCCDT-20170626AEZ
K22ID-D	Cherokee, Etc, OK	167257	BTCCDT-20170626AEY
K25JQ-D	May, Etc., OK	167251	BTCCDT-20170626AEX
K26IS-D	Woodward, Etc., OK	167265	BTCCDT-20170626AEW
K28JX-D	Alva - Cherokee, OK	167255	BTCCDT-20170626AEV
K29HZ-D	Woodward, Etc., OK	167264	BTCCDT-20170626AEU
K31JQ-D	Woodward, Etc., OK	167262	BTCCDT-20170626AET
K33JM-D	Mooreland, Etc., OK	167260	BTCCDT-20170626AES
K38KH-D	Woodward, Etc., OK	167258	BTCCDT-20170626AER
K41KS-D	Seiling, OK	167256	BTCCDT-20170626AEQ

K43KU-D	Seiling, OK	167254	BTCCDT-20170626AEP
K47LB-D	Seiling, OK	167253	BTCCDT-20170626AEO
K49DO-D	Seiling, OK	59848	BTCCDT-20170626AEN
KFOR-TV	OKC, OK	66222	BTCCDT-20170626AEL
KCPQ	Tacoma, WA	33894	BTCCDT-20170626AGQ
KZJO	Seattle, WA	69571	BTCCDT-20170626AGR
K07ZC-D	Ellensburg, etc., WA	33896	BTCCDT-20170626AGS
K25CG-D	Aberdeen, WA	33898	BTCCDT-20170626AGT
K25CH-D	North Bend, WA	69575	BTCCDT-20170626AGU
K28KJ-D	Chelan, WA	33899	BTCCDT-20170626AGV
K29ED-D	Everett, WA	69574	BTCCDT-20170626AGW
K42CM-D	Centralia, etc., WA	33895	BTCCDT-20170626AGX
WGNO	New Orleans, LA	72119	BTCCDT-20170626AEF
WNOL-TV	New Orleans, LA	54280	BTCCDT-20170626AEE
WDAF-TV	Kansas City, MO	11291	BTCCDT-20170626AFQ
WDCW	Washington, DC	30576	BTCCDT-20170626AGJ
WGHP	High Point, NC	72106	BTCCDT-20170626AEG
WGN(AM)	Chicago, IL	72114	BTCCDT-20170626AGD
WGN-TV	Chicago, IL	72115	BTCCDT-20170626AGE
WHNT-TV	Huntsville, AL	48693	BTCCDT-20170626AEA
WHO-DT	Des Moines, IA	66221	BTCCDT-20170626AEB
WITI	Milwaukee, WI	73107	BTCCDT-20170626AFG
WJW	Cleveland, OH	73150	BTCCDT-20170626AGK
WPHL-TV	Philadelphia, PA	73879	BTCCDT-20170626AGG
WPIX	New York, NY	73881	BTCCDT-20170626AFX
WPMT	York, PA	10213	BTCCDT-20170626AEK
WQAD-TV	Moline, IL	73319	BTCCDT-20170626ADX
WREG-TV	Memphis, TN	66174	BTCCDT-20170626AED
WSFL-TV	Miami, FL	10203	BTCCDT-20170626AGY
WTVR-TV	Richmond, VA	57832	BTCCDT-20170626AEC
WXMI	Grand Rapids, MI	68433	BTCCDT-20170626AEH
W17DF-D	Muskegon, MI	64442	BTCCDT-20170626AEJ
W42CB-D	Hesperia, MI	64440	BTCCDT-20170626AEI

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